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## VIA FACSIMILE

November 29, 2005

Richard F. Cheslofska  
Macero & Associates  
One Thompson Square  
Suite 301  
Boston MA 02129

Re: Qwest Communications v. Conqwest, Inc.  
USDC-D. Mass. (Boston) - Civil Action No. 04-cv-11878 RCL

FR

AUSTIN

BOSTON

DALLAS

DELAWARE

NEW YORK

SAN DIEGO

SILICON VALLEY

TWIN CITIES

WASHINGTON, DC

Dear Mr. Cheslofska:

I received your letter of November 22, 2005, when I returned to the office from the Thanksgiving holiday this Monday.

I am writing to ask whether we should expect a response to our offer of settlement of November 16, 2005, or a counterproposal. As to the former, your letter of November 22<sup>nd</sup> is silent as to our proposal, referring only to discovery matters. As to the latter, Rosemary Macero had indicated to Kurt Lewis (around the 10<sup>th</sup> of November) that her client was preparing a written proposal for settlement.

Our offer remains open. I do want to note that our settlement offer assumes, consistent with the agreement between counsel regarding discovery, that no party will impose any further fees or expenses on another party as a result of discovery activities while good faith settlement discussions are ongoing.

If you have any questions regarding the terms, I invite you again to raise them with me as I will be happy to discuss them with you over the telephone or in person. In any event, would you let me know by return fax or voice mail (617 521 7815, direct) whether you plan to respond in substance and, if so, when you will do that?

Very truly yours,

*Heidi E. Harvey*  
Heidi E. Harvey

cc: Kurt Lewis  
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